

6-195A020

No. JUL 14 1986

Date .....

Fee \$ 10.00

JUL 14 1986 -9 15 AM  
INTERSTATE COMMERCE COMMISSION

**ITEL**

July 8, 1986

ICC Washington, **Itel Rail Corporation**

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

Honorable Noretta R. McGee, Acting Secretary  
Interstate Commerce Commission  
Washington, DC 20423

\$10.00 filing fee

Re: Amendment No. 7 to the July 1, 1975 Lease Between SSI Rail Corporation and Hartford and Slocomb Railroad Company, as Assigned to Ahnapee and Western Railway Company on April 1, 1978

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 USC §11303(a), along with a check in the amount of \$10 covering the recordation fee.

Please record this Amendment under the Lease Agreement dated July 1, 1975 between SSI Rail Corporation and Hartford and Slocomb Railroad Company, as assigned to Ahnapee and Western Railway Company on April 1, 1978, which was filed with the ICC on January 9, 1978, and given Recordation No. 9168.

this one  
is  
9168-J

The names and addresses of the parties to the aforementioned Amendment are listed below:

Itel Rail Corporation (Lessor)  
55 Francisco Street  
San Francisco, California 94133

Ahnapee and Western Railway Company (Lessee)  
P.O. Box 25007  
Green Bay, Wisconsin 54306

This Amendment terminates the assignment of fifteen (15) boxcars on the railroad lines of Iowa Interstate Railroad Ltd. ("IAIS") which boxcars, bearing reporting marks AHW 2006, AHW 2024, AHW 2027-2028, AHW 2034-2035, AHW 2040, AHW 2044, AHW 2050, AHW 2058, AHW 2064, AHW 2073, AHW 2077, AHW 2087 and AHW 2097, shall be made subject to a separate lease agreement between Itel Rail Corporation and IAIS.

Once filed, please return to the bearer the stamped counterparts not required for filing purposes together with the fee receipt and a letter from the ICC acknowledging this filing.

Very truly yours,

*Josie Villaflores*  
Josie Villaflores  
Legal Assistant

JV:ps  
Enclosures

cc: Robert S. Clark  
J. Michael Kelly  
Ginny Hanger

ICC OFFICE OF  
THE SECRETARY  
JUL 14 9 07 AM '86  
MOTOR OPERATING UNIT

*C. C. [unclear]*

Interstate Commerce Commission  
Washington, D.C. 20423

7/14/86

OFFICE OF THE SECRETARY

Josie Villaflores  
Legal Assistant  
Itel Rail Corporation  
55 Francisco Street  
San Francisco, Calif. 94133

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/14/86 at 9:15am, and assigned re-recording number(s). 9168-J

Sincerely yours,

*Noreta R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

06/16/86

REGISTRATION NO. 9168-9 Filed 1986

JUL 14 1986 -9 15 AM

AMENDMENT NO. 7 INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 7 (the "Amendment") to that certain Lease Agreement dated as of July 1, 1975, as amended, (the "Agreement"), between SSI Rail Corp. and Hartford and Slocomb Railroad Company ("HS") is made this 8th day of July, 1986 by and between ITEL RAIL CORPORATION, as successor in interest to SSI Rail Corp. ("Itel Rail"), as lessor and AHNAPPEE AND WESTERN RAILWAY COMPANY ("Assignee") as lessee and assignee.

R E C I T A L S:

- A. Itel Rail and HS entered into the Agreement pursuant to which two hundred (200) boxcars bearing the reporting marks HS 2000-2099 and HS 4000-4099 were leased and delivered by Itel Rail to HS.
- B. HS, Assignee and Itel Rail entered into the Agreement and Assignment ("Assignment") dated as of April 1, 1978, wherein HS assigned all of its rights, title and interest in and to the Agreement to Assignee, effective for each boxcar upon the remarking and repainting of such boxcar to Assignee's reporting marks.
- C. Seventy-five (75) boxcars from within the series HS 2000-2099 were remarked to reporting marks within the series AHW 2000-2099 as set forth on Equipment Schedule No. 3 attached to the Agreement and seventy-three (73) boxcars from within the series HS 4000-4099 were remarked to reporting marks within the series AHW 4000-4099 ("4000 Series Cars") as set forth on Equipment Schedule No. 4 which was previously attached to the Agreement.
- D. Pursuant to Amendment No. 2 dated April 27, 1981 to the Agreement, the seventy-five (75) boxcars bearing reporting marks within the series AHW 2000-2099 as referenced on Equipment Schedule No. 3 were structurally modified so as to qualify for the "XP" mechanical designation prescribed by the Association of American Railroads.
- E. Eleven (11) boxcars bearing the reporting marks AHW 5000-5010 were added to the Agreement and Assignment pursuant to Amendment No. 4 dated September 19, 1983, to the Agreement.
- F. Pursuant to the Termination Notice dated May 6, 1983 from Itel Rail to Assignee and Amendment No. 5 dated November 21, 1985 to the Agreement, all the boxcars marked within the series AHW 4000-4099 ("4000 Series Cars") were terminated from the Agreement, except for the forty-five (45) 4000 Series Cars that appear on Equipment Schedule No. 4.A. of the Agreement.

- G. Itel Rail, in Amendment No. 6 dated May 29, 1986, consented to Assignee's placing into an assignment pool on the railroad lines of the Iowa Interstate Railroad, Ltd. ("IAIS") the fifteen boxcars bearing the reporting marks and numbers AHW 2006, 2024, 2027, 2028, 2034, 2035, 2040, 2044, 2050, 2058, 2064, 2073, 2077, 2087 and 2097 ("15 Boxcars") pursuant to the Assignment Agreement dated March 7, 1986, between Ahnapee and Western Railway Company and Iowa Interstate Railroad, Ltd.
- H. Itel Rail and Assignee desire to terminate the IAIS Assignment Agreement and to terminate the 15 Boxcars from the Agreement as such 15 Boxcars are to become subject to a lease agreement between Itel Rail and IAIS.

NOW, THEREFORE, the parties hereto agree to amend the Agreement as follows:

1. All terms defined in the Agreement shall have the meanings defined therein when used in this Amendment.
2. Itel Rail hereby instructs Assignee to terminate the IAIS Assignment Agreement effective upon the remark of the last of the 15 Boxcars to the reporting marks of IAIS.
3. Each of the 15 Boxcars shall be terminated from the Agreement on the date such Boxcar is remarked to the reporting marks of IAIS. Itel Rail shall furnish Assignee a Certificate of Remark in the form of Exhibit A attached hereto upon the remark of the last of the 15 Boxcars.
4. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.
5. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

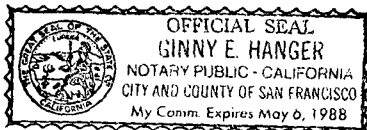
By: *D. Hayes*  
Title: *President*  
Date: *7/8/86*

AHNAPEE AND WESTERN RAILWAY  
COMPANY

By: *Stephen A. [Signature]*  
Title: *President*  
Date: *6-27-86*

STATE OF CALIFORNIA       )  
                                      ) ss:  
COUNTY OF SAN FRANCISCO )

On this 34th day of July, 1986, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Amendment No. 7 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger  
Notary Public

STATE OF Wis       )  
                                      ) ss:  
COUNTY OF Brown )

On this 27 day of June, 1986, before me personally appeared Stephen L. Jeffrey, to me personally known, who being by me duly sworn says that such person is President of Ahnapee and Western Railway Company, that the foregoing Amendment No. 7 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Caryl R. Jaeckel  
Notary Public

Caryl R. Jaeckel  
Notary Public, Brown County, Wis.  
My commission expires: 6/12/88